

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
Comcast Cable Communications, LLC,)
on behalf of its subsidiaries and affiliates)
For Determination of Effective Competition in:)
Scotts Valley, CA (CA0247))

CSR No. _____

To: Chief, Media Bureau

PETITION FOR SPECIAL RELIEF

Comcast Cable Communications, LLC, on behalf of its subsidiaries and affiliates (“Comcast”), pursuant to Sections 76.7 and 76.907 of the Commission’s rules,¹ requests that the Commission find that Comcast faces “effective competition” in the above-referenced California franchise area (the “Franchise Area”).

The Communications Act of 1934, as amended (the “Act”), and the Commission’s rules provide that cable television rates may be regulated only in the absence of effective competition.² Cable operators are entitled to demonstrate that effective competition exists on a franchise-by-franchise basis.³ When a cable operator demonstrates that effective competition exists within a franchise area, cable rates in the affected area are no longer subject to regulation.⁴

¹ 47 C.F.R. §§ 76.7 and 76.907.

² 47 U.S.C. § 543(a)(2); 47 C.F.R. § 76.905(a).

³ 47 C.F.R. § 76.907.

⁴ See *Implementation of Sections of the Cable Television Consumer Protection and Competition Act of 1992, Rate Regulation*, 8 FCC Rcd. 5631, 5664-5665 (1993) (“Rate Order”).

Under the “competing provider” test set forth in Section 623(1)(B) of the Act and Section 76.905(b)(2) of the Commission’s rules (the “Competing Provider Test”), a cable system will be deemed subject to effective competition if:

- (i) the franchise area is served by at least two unaffiliated multichannel video programming distributors (“MVPDs”), each of which offers comparable programming to at least 50 percent of the households in the franchise area; and
- (ii) the number of households subscribing to multichannel video programming other than the largest MVPD exceeds 15 percent of the households in the franchise area.⁵

As demonstrated below, the Competing Provider Test is easily satisfied in the Scotts Valley Franchise Area because two unaffiliated DBS providers serve over 50 percent of the Franchise Area’s households with programming comparable to Comcast, and the aggregate penetration rate reported for all “competing providers” far exceeds the 15 percent threshold in the Franchise Area.⁶

I. THE COMPETING PROVIDER TEST IS SATISFIED IN THE FRANCHISE AREA

The two prongs of the Competing Provider Test are straightforward and objective. Both prongs of this test are clearly satisfied in the Franchise Area.

A. Multiple Unaffiliated MVPDs Offer Programming Comparable to Comcast to Over 50 Percent of the Households in the Franchise Area.

The first prong of the Competing Provider Test requires that a franchise area must be served by “at least two unaffiliated multichannel video programming distributors...”⁷ This

⁵ 47 U.S.C. § 543(1)(B)(i) and (ii); 47 C.F.R. § 76.905(b)(2)(i) and (ii).

⁶ As explained below, the competing penetration figure includes subscribers from local MVPD competitor AT&T, as well as from the two major DBS providers.

⁷ 47 U.S.C. § 543(1)(B)(i); 47 C.F.R. § 76.905(b)(2)(i). Section 602 of the Communications Act of 1934, as amended, defines “multichannel video programming distributors” to include cable operators, as well as DBS and MMDS providers. See 47 U.S.C. § 522(13).

requirement is easily satisfied, because the two major direct broadcast satellite providers (DirecTV, Inc. and Dish Network, Corp.) (“DBS Providers”) are both unaffiliated with Comcast and both “offer” programming that is comparable to Comcast to more than 50 percent of the households in Comcast’s Franchise Area.

Service of an MVPD is deemed “offered” under the Competing Provider Test when it is both *technically* and *actually* available.⁸ The Commission has determined that DBS service is presumed to be “technically available” throughout the country due to its nationwide satellite footprint.⁹ Comcast’s Franchise Area is well within the satellite footprint of DirecTV and Dish Network. Thus, both DirecTV and Dish Network are “technically available” in the Franchise Area.

DBS service is presumed to be “actually available” if households in a franchise area are made “reasonably aware” that the service is available.¹⁰ The Commission has stated that “a party may use evidence of penetration rates in the franchise area (the second prong of the competing provider test . . .) coupled with the ubiquity of DBS services to show that consumers are reasonably aware of the availability of DBS service.”¹¹ The same reasoning applies here.

⁸ *Rate Order* at ¶ 29.

⁹ See *MediaOne of Georgia, Inc; Petition for Revocation of the Certification of Gwinnett County, Georgia*, 12 FCC Rcd. 19406, ¶ 5 n.16 (1997) (citing *Rate Order* at 5660-5661).

¹⁰ See *Rate Order* at ¶ 32 (citations omitted). See also *Charter Communications, LLC d/b/a Charter Communications Petition for Determination of Effective Competition in Fourteen North Carolina Communities, et al.*, 19 FCC Rcd. 7003, ¶ 4 (2004).

¹¹ *Comcast Cable Communications, LLC Petition for Determination of Effective Competition in Various Michigan Communities*, 23 FCC Rcd. 9595, ¶ 5 (2008), citing *Mediacom Illinois LLC et al., Eleven Petitions for Determination of Effective Competition in Twenty-Two Local Franchise Areas in Illinois and Michigan*, 21 FCC Rcd. 1175 (2006) (“Comcast – Various Michigan Communities”). Thus, the Commission has not required the production of advertising to demonstrate that households in the franchise area are “reasonably aware” of the availability of DBS service. See *Bright House Networks, LLC Petition for Determination of Effective Competition (Lake Alfred and Dundee FL)*, 22 FCC Rcd. 4390, ¶ 6 (2007) (“Over more than ten years, we have made hundreds of findings that households in particular franchise areas are

DirecTV and Dish Network are among the largest MVPDs in the nation.¹² With approximately 33.7 million subscribers nationwide,¹³ comprising approximately 33.7 percent of all MVPD subscribers,¹⁴ ubiquitous advertising, and the substantial DBS penetration figures in the Franchise Area, it is clear that consumers in the Franchise Area are “reasonably” aware of the availability of DBS competitors.¹⁵

The Competing Provider Test also requires that the programming offered by the competing providers must be “comparable” to the programming offered by the cable operator.¹⁶ The Commission’s rules define comparable programming as “at least 12 channels of video programming, including at least one channel of nonbroadcast service programming.”¹⁷ The Commission has repeatedly recognized that the DBS Providers offer comparable programming

reasonably aware that they may purchase DBS services based on localized evidence. These accumulated showings amount to substantial evidence that households in all franchise areas are reasonably aware that they may purchase DBS services. In at least one earlier reported decision, we found households in a franchise area to be reasonably aware that they may purchase DBS service solely based on evidence of DBS’s nationwide growth and local subscriptions, without reference to advertising or other promotion.”) (“*Bright House Networks – Florida*”).

¹² See *Thirteenth Annual Assessment of the Status of Competition in the Market for the Delivery of Video Programming*, MB Docket No. 06-189, FCC 07-206, ¶ 76 (rel. Jan. 16, 2009).

¹³ See Press Release, DirecTV, *DirecTV Announces Third Quarter 2011 Results* (Nov. 3, 2011) (reporting that, as of Sept. 30, 2011, DirecTV (US) had 19.76 million subscribers), available at <http://investor.directv.com/releasedetail.cfm?ReleaseID=620542>; Press Release, DISH Network, *DISH Network Reports Third Quarter 2011 Financial Results* (Nov. 7, 2011) (reporting that, as of Sept. 30, 2011, Dish Network had approximately 13.945 million subscribers), available at <http://dish.client.shareholder.com/releasedetail.cfm?ReleaseID=621211>.

¹⁴ Press Release, *SNL Kagan’s U.S. Multichannel Subscribers 4th Quarter 2010 Results*, SNL Kagan, March 15, 2011, available at <http://www.snl.com/InTheMedia.aspx> (reporting approximately 100.1 million video subscribers in the U.S.).

¹⁵ See, e.g., *Comcast – Various Michigan Communities* at ¶ 5; *Bright House Networks – Florida* at ¶ 6.

¹⁶ See 47 U.S.C. § 543(1)(B)(i); 47 C.F.R. § 76.905(b)(2)(i).

¹⁷ 47 C.F.R. § 76.905(g).

to Comcast under the Commission's Competing Provider Test.¹⁸ Each of the DBS Providers offer well over 100 video channels, most of which are non-broadcast services.¹⁹ And, as shown in the attached channel line-up, Comcast's programming service offerings in the Franchise Area are substantially similar to the DBS programming services.²⁰

Based on the above facts, Comcast has satisfied the first prong of the Competing Provider Test.

B. The Competing Providers Serve Greater Than 15 Percent of the Households In Comcast's Franchise Area.

The second prong of the Competing Provider Test requires that the subscriber base of competing MVPDs (other than the largest MVPD) exceeds 15 percent of franchise area households. The Commission's rules provide that once the first prong of the Competing Provider Test is satisfied (as it is with the DBS service offerings in this case) the subscribers of *all* qualifying MVPDs count toward the 15% penetration figure necessary for a determination of effective competition (even if they are not available themselves to more than 50% of local households).²¹ AT&T offers competing cable service in the communities in the Franchise Area.²² Accordingly, the Competing Provider subscriber tallies presented in this Petition for the

¹⁸ See, e.g., *Comcast Cablevision of Maryland, Inc., Petitions for Determination of Effective Competition (Charles County, MD)*, 19 FCC Rcd. 7130, ¶ 4 (2004) ("We find that the programming of DBS providers satisfies the Commission's program comparability criterion because DBS providers offer more than 12 channels of video programming, including more than one non-broadcast channel.").

¹⁹ See Channel Line-ups of DirecTV and Dish Network, attached hereto as Exhibit 1.

²⁰ See Comcast Channel Line-up, attached hereto as Exhibit 2.

²¹ See 47 C.F.R. § 76.905(f) (Emphasis added); see also *Time Warner Entertainment Co., L.P. et al. v. FCC*, 56 F.3d 151 (D.C. Cir. 1995) (holding that the subscribers of all MVPDs, other than the largest MVPD, may be aggregated to satisfy the 15 percent threshold).

²² AT&T's "comparable" channel lineup is set forth in Exhibit 3.

Franchise Area include subscribers from AT&T,²³ as well as from the two major DBS providers.

The resulting penetration figure easily exceeds the 15% threshold in the Franchise Area:

Scotts Valley	18.26%
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Because DBS Providers track their subscribers according to the zip codes where each subscriber resides (rather than by political jurisdiction), Comcast relied on ZIP+4 codes associated with the Franchise Area to determine the number of local DBS subscribers. The Commission has previously accepted the use of a ZIP+4 analysis as “reasonable and sufficiently reliable for purposes of determining the presence of effective competition,”²⁴ and has stated its preference for this approach.²⁵

To determine the relevant ZIP+4 codes for the Franchise Area, Comcast contacted Media Business Corp. (“MBC,” previously known as “SkyTrends”). MBC has developed a process to accurately identify the ZIP+4 codes that correspond with the political boundaries of a particular community. This process utilizes enhanced mapping software that correlates ZIP+4 codes with the U.S. Census Department’s “block group” level households. The “block group” measurement is the most precise Census tool available to measure households within a very small geographical

²³ Comcast obtained AT&T’s subscribership data for the Franchise Area directly from AT&T, and such data was provided to Comcast on the condition that Comcast seek confidential treatment with respect to such information. Thus, Comcast submits AT&T’s subscriber figures for the Franchise Area as **Confidential Exhibit 4** to this Petition (with a redacted version attached).

²⁴ See *Cable One, Inc. Petition for Determination of Effective Competition in Pocatello, Idaho*, 18 FCC Rcd. 12792, ¶ 8 (2003), quoting *Falcon Cable Systems II, a California Limited Partnership, d/b/a Charter Communications Petition for Determination of Effective Competition in Twelve Oregon Cities*, 17 FCC Rcd. 4648 (2002).

²⁵ See Public Notice, “Commission Announces New Standards for Showings of Effective Competition For Cable Service,” 23 FCC Rcd. 12067 (2008).

area. With this software, MBC was able to identify the ZIP+4 codes that lie within the Franchise Area.²⁶

Comcast next provided all of the ZIP+4 codes for the Franchise Area to the Satellite Broadcasting and Communication Association (“SBCA”). SBCA is the national trade association representing the two major DBS Providers, and it has assumed the responsibility for compiling subscribership data and responding to data requests from cable operators and franchising authorities engaged in effective competition proceedings. The DBS subscriber numbers reported in the attached Effective Competition Tracking Report (“ECTR”) from SBCA reflect the total DBS subscribers within the individual ZIP+4 codes associated with the Franchise Area.²⁷

The Competing Provider Test also requires that the petitioning cable operator be the largest MVPD in the franchise area. To meet this requirement, Comcast compared the subscribership figures reported by SBCA and AT&T with its own subscribership, and was able to confirm that its own subscribership exceeded DBS and exceeded AT&T subscribership in the Franchise Area.

To determine whether the combined DBS and AT&T subscribership exceeds the statutorily mandated 15 percent threshold in the Franchise Area, Comcast compared the Competing Providers’ combined subscribership to the most recent U.S. Census occupied

²⁶ See Letter from MBC (explaining ZIP+4 methodology), attached hereto as Exhibit 5.

²⁷ See **Confidential Exhibit 6**. This exhibit includes all of the relevant ZIP+4 data relied on in the Petition and the total ZIP+4-based DBS subscribership for the Franchise Area. Comcast is providing a redacted version of this exhibit, which excludes the DBS subscribership numbers corresponding to the Franchise Area, in order to present the *aggregate* DBS and AT&T subscriber penetration figures and still maintain the confidential nature of the AT&T subscribership tallies for this community.

household unit figures for the community.²⁸ This comparison yields the aggregate penetration rates for Competing Providers in the Franchise Area.

As detailed in **Confidential Exhibit 8**, the *aggregate* subscriber penetration rate for the DBS Providers and AT&T in the Franchise Area, easily exceeds the 15 percent threshold.²⁹ Accordingly, Comcast meets the second prong of the Competing Provider Test in the Franchise Area.

Because Comcast meets both prongs of the Competing Provider Test in the Franchise Area, it faces effective competition in the Franchise Area.

CONCLUSION

Comcast has demonstrated herein that it is subject to effective competition in the Franchise Area under the Competing Provider Test. Based on the evidence presented herein, Comcast respectfully requests that the Media Bureau issue an order acknowledging the presence

²⁸ See Exhibit 7.

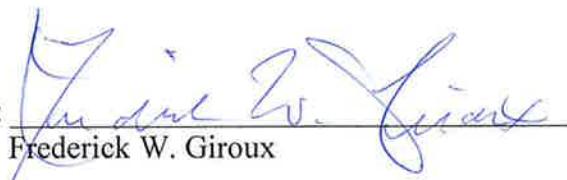
²⁹ See **Confidential Exhibit 8**. This exhibit includes the combined DBS and AT&T subscribership and penetration figures for the Franchise Area. As noted above, at AT&T's request, Comcast is seeking confidential treatment with respect to the AT&T subscribership data for the Franchise Area. Accordingly, Comcast is providing a redacted version of this exhibit, which excludes the DBS and AT&T subscribership numbers associated with the Franchise Area, in order to present the *aggregate* DBS and AT&T subscriber penetration figures and still maintain the confidential nature of the AT&T subscribership figures for this community.

of effective competition in the Scotts Valley California Franchise Area as of filing date of this Petition.

Respectfully submitted,

**Comcast Cable Communications, LLC
on behalf of its subsidiaries and affiliates**

By:


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April 10, 2012

Its Attorneys

CERTIFICATION PURSUANT TO 47 C.F.R. § 76.6(a)(4)

The below-signed signatory has read the foregoing Petition for Special Relief, and to the best of my knowledge, information and belief formed after reasonable inquiry, it is well grounded in fact and is warranted by existing law or a good faith argument for the extension, modification or reversal of existing law; and is not interposed for any improper purpose.

Respectfully submitted,

**Comcast Cable Communications, LLC
on behalf of its subsidiaries and affiliates**

By:


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April 10, 2012

DECLARATION OF WARREN FITTING

I, Warren Fitting, declare, under penalty of perjury that:

1. I am the Director of Rate Regulation for Comcast Cable Communications, LLC ("Comcast").
2. I have read the foregoing Petition for Special Relief ("Petition") and am familiar with the contents thereof and the matters referred to therein.
3. I have reviewed Comcast's respective cable subscriber numbers for the Franchise Area at issue in this Petition, the DBS subscriber numbers provided by SBCA for the Franchise Area, and the AT&T subscriber numbers as described in the Petition. Comcast is the largest multichannel video program provider in the Scotts Valley Franchise Area.
4. The facts contained within the Petition are true and correct to the best of my knowledge, information and belief.

Date

April 3, 2012

Warren Fitting
Warren Fitting

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EXHIBIT 1



PREMIER package
285* digital channels

Print channels for ZIP Code 17303 (No locals available)

PRINT

EN ESPAÑOL

ONCE México*	447	V-me*	440	mun2	410	
NATIONALS						
3net (HD)	107	Disney Channel (West)	291	Hope*	368	RFD TV
A&E	265	Disney XD	292	INSP	364	ReelzChannel
ABC Family	311	Documentary Channel	267	ION Television	305	SOPANet
American Movie Classics (AMC)	254	E! Entertainment	236	ION Television West	347	Science Channel
Animal Planet	282	ESPN	206	Independent Film Channel (IFC)	559	284
Audience Network	239	ESPN 3D (HD)	106	Investigation Discovery (ID)	285	ShopNBC
BBC America	264	ESPN2	209	Jewelry Television	313	Speed Channel
BYU TV	374	ESPNEWS	207	Jewish Life Television*	366	Spike
Big Ten Network	610	ESPNU	208	Lifetime	252	Style
Biography Channel	266	EWTN	370	Lifetime Movie Network	253	Syfy Channel
Black Entertainment Television (BET)	329	Enlace Christian Television*	448	LinkTV	375	TBS
Bloomberg Television	353	FUEL TV	618	Logo	272	TCT Network
Boomerang	298	FX	248	MHz WORLDVIEW*	2183	TNT
Bravo	237	Food Network	231	MLB Network	213	TV Guide Network
CBS Sports Network	613	Fox Business Network	359	MSNBC	356	TV Land
CCTV-9	2053	Fox Movie Channel	258	MTV	331	TV One
CMT	327	Fox News Channel	360	MTV2	333	TeenNick
CNBC	355	Free Speech TV*	348	Military Channel	287	Tennis Channel
CNBC World	357	Fuse	339	NASA TV	289	The Hub
CNN	202	GEM NET (Global Expansion Media Network)*	2068	NBA TV	216	The Learning Channel
CSPAN 1	350	GOD TV	365	NFL Network	212	The Sportsman Channel
CSPAN 2	351	GSN, the network for games	233	NHL Network	215	The Word Network
Cartoon Network (East)	296	Galavision	404	NRB	378	Travel Channel
Cartoon Network (West)	297	GolTV HD English	620	Nat Geo WILD	283	Trinity Broadcasting Network (TBN)
Centric	330	Golden Eagle Broadcasting*	363	National Geographic Channel	276	TruTV
Chiller	257	Golf Channel	218	Nick Jr.	301	Turner Classic Movies (TCM)
Christian Television Network (CTN)	376	Gospel Music Channel	338	Nickelodeon (East)	299	USA Network
Church Channel	371	Great American Country	326	Nickelodeon (West)	300	Univision
Cloo	308	H2	271	Nicktoons Network	302	VH1
Comedy Central	249	HD Theater	281	OWN	279	VH1 Classic
Cooking Channel	232	HDNet	306	Ovation TV	274	Versus
Current TV	358	HITN*	438	Oxygen	251	WE: Women's Entertainment
DIY Network	230	Hallmark Channel	312	PBS	0	WGN America
Daystar	369	Headline News	204	PBS Kids Sprout	295	Weather Channel
Discovery Channel	278	History Channel	269	Planet Green	286	World Harvest Television
Discovery Fit & Health	261	Home & Garden Television (HGTV)	229	Pursuit Channel	608	n3D
Disney Channel (East)	290	Home Shopping Network	240	QVC	275	

PREMIUMS

5STARMAX HD East	520	FLIX ON DEMAND®	1557	MoreMAX	517	STARZ® ON DEMAND	1527
@MAX HD East	523	FOX Deportes	624	Outdoor Channel	606	Showtime Beyond HD	550
ActionMAX HD	519	Flix	557	SHOWTIME	545	Showtime Next HD	551
Cinemax East	515	Fox Soccer Channel	619	SHOWTIME (West)	546	Showtime Women HD	552
Cinemax West	516	GoTV	620	SHOWTIME 2	547	Sundance Channel	558
ENCORE (East)	535	HBO (East)	501	SHOWTIME Extreme	549	Sundance ON DEMAND	1558
ENCORE (West)	536	HBO (West)	504	SHOWTIME ON DEMAND	1545	THE MOVIE CHANNEL™ ON DEMAND	1554
ENCORE Action	541	HBO 2 (East)	502	SHOWTIME Showcase	548	TMC Xtra HD East	556
ENCORE Drama	540	HBO 2 (West)	505	STARZ (East)	527	TVG - The Interactive Horseracing Network	602
ENCORE Family	542	HBO Comedy HD	506	STARZ (West)	528	The Movie Channel (East)	554

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PREMIUMS					
ENCORE Love	537	HBO Family (East)	HD 507	STARZ Cinema HD	HD 531
ENCORE Suspense	539	HBO Family (West)	508	STARZ Comedy HD	HD 526
ENCORE Westerns	538	HBO Latino	HD 511	STARZ Edge	HD 529
ENCORE® ON DEMAND	1535	HBO Signature	HD 503	STARZ InBlack	HD 530
ESPN Classic Sports	614	HBO Zone HD	HD 509	STARZ Kids & Family HD	HD 525
REGIONAL SPORT NETWORKS					
Altitude Sports & Ent.	HD 681	FS Arizona	HD 686	FS South Plus (2)	HD 648
Altitude Sports	682	FS Cincinnati	HD 661	FS Southwest	HD 676
Alternate 682		FS Detroit	663	FS Southwest Plus	HD 677
CSN Bay Area	HD 696	FS Detroit Plus	HD 664	FS West	HD 692
CSN Bay Area Alternate	HD 697	FS Florida	HD 654	MASN 640	HD 640
CSN California	HD 698	FS Florida Plus	HD 655	MSG Plus 635	HD 635
CSN California alt 699	699	FS Midwest	HD 671	Madison Square Garden 634	HD 634
CSN Chicago Alt. #2	667	FS North	HD 668	NESN 628	HD 628
CSN MidAtlantic Alt.	HD 643	FS Ohio	HD 660	Prime Ticket	HD 694
CSN MidAtlantic 642	HD 642	FS South	HD 646	ROOT SPORTS Northwest	HD 687
CSN New England 630	HD 630	FS South Plus	HD 647	ROOT SPORTS Pittsburgh	HD 659
Comcast SportsNet Chicago	665				
SATELLITE RADIO					
SONICTAP: 60's Revolution	803	SONICTAP: College Rock	831	SONICTAP: Italian Bistro Blend	881
SONICTAP: 70's Hits	804	SONICTAP: Dance	859	SONICTAP: Italian Contemporary	882
SONICTAP: 8-Tracks	840	SONICTAP: Familiar Favorites	880	SONICTAP: Jazz	852
SONICTAP: 80's Hits	805	SONICTAP: Fiesta Tropical	870	SONICTAP: Latin Hits	871
SONICTAP: 90's Hits	806	SONICTAP: Flashback/New Wave	839	SONICTAP: Latin Jazz	879
SONICTAP: Adult Alternative	832	SONICTAP: Folk Rock	813	SONICTAP: Light Classical	866
SONICTAP: Adult Contemporary	821	SONICTAP: Full Metal Jacket	830	SONICTAP: Love Songs	819
SONICTAP: Alternative	834	SONICTAP: Gospel Glory	827	SONICTAP: Malt Shop Oldies	802
SONICTAP: Bailamos!	869	SONICTAP: Great Standards	855	SONICTAP: Mariachi	876
SONICTAP: Be-Tween	867	SONICTAP: Groove Lounge	824	SONICTAP: Metro Blend	853
SONICTAP: Beautiful Instruments	820	SONICTAP: Hair Guitar	829	SONICTAP: Modern Country	814
SONICTAP: Big Band/Swing	801	SONICTAP: Hallelujah	828	SONICTAP: Modern Workout	860
SONICTAP: Bluegrass	812	SONICTAP: Hit Country	809	SONICTAP: Musica De Las Americas	872
SONICTAP: Blues	854	SONICTAP: Holidays & Happenings	815	SONICTAP: New Age	856
SONICTAP: Carnaval Brasileiro	877	SONICTAP: Honky Tonk Tavern	811	SONICTAP: Old School Funk	844
SONICTAP: Classic Hits Blend	837	SONICTAP: Hot Jamz	825	SONICTAP: PUMP!	861
SONICTAP: Classic Jazz Vocal Blend	850	SONICTAP: Hottest Hits	818	SONICTAP: Piano	865
SONICTAP: Classic R&B	842	SONICTAP: Hurbanco	875	SONICTAP: Rat Pack	807
SONICTAP: Classic Rock	833	SONICTAP: Hype	847	SONICTAP: Reality Bites	838
SONICTAP: Classic Rock Workout	862	SONICTAP: Ink'd	835	SONICTAP: Red, Rock and Blues	810
SONICTAP: Coffeehouse Rock	848	SONICTAP: Irish	883	SONICTAP: Reggae	863
LOCALS					
WGAL (NBC)	HD 8	WHTM (ABC)	HD 27	WLYH (CW)	15
WHP (CBS)	HD 21	WITF (PBS)	HD 33	WPMT (FOX)	HD 43

*The following channels require a special dish or equipment: MHz, GEM NET, Hope Channel, JLTV, Once, HITN, V-Me, Enlace, Golden Eagle Broadcasting, and Free Speech TV. Please call 1-800-531-5000 for more information.

Channels & Packages

America's #1 Family Channel

America's top 120 channels, listed below. **HD** indicates channels available in both standard and high definition, except where noted as HD only.

ABC	A&E	AMC	AMG	AMN	AMZ	ANIMAX	ANT1	ANT2	ANT3	ANT4	ANT5	ANT6	ANT7	ANT8	ANT9	ANT10	ANT11	ANT12	ANT13	ANT14	ANT15	ANT16	ANT17	ANT18	ANT19	ANT20	ANT21	ANT22	ANT23	ANT24	ANT25	ANT26	ANT27	ANT28	ANT29	ANT30	ANT31	ANT32	ANT33	ANT34	ANT35	ANT36	ANT37	ANT38	ANT39	ANT40	ANT41	ANT42	ANT43	ANT44	ANT45	ANT46	ANT47	ANT48	ANT49	ANT50	ANT51	ANT52	ANT53	ANT54	ANT55	ANT56	ANT57	ANT58	ANT59	ANT60	ANT61	ANT62	ANT63	ANT64	ANT65	ANT66	ANT67	ANT68	ANT69	ANT70	ANT71	ANT72	ANT73	ANT74	ANT75	ANT76	ANT77	ANT78	ANT79	ANT80	ANT81	ANT82	ANT83	ANT84	ANT85	ANT86	ANT87	ANT88	ANT89	ANT90	ANT91	ANT92	ANT93	ANT94	ANT95	ANT96	ANT97	ANT98	ANT99	ANT100	ANT101	ANT102	ANT103	ANT104	ANT105	ANT106	ANT107	ANT108	ANT109	ANT110	ANT111	ANT112	ANT113	ANT114	ANT115	ANT116	ANT117	ANT118	ANT119	ANT120	ANT121	ANT122	ANT123	ANT124	ANT125	ANT126	ANT127	ANT128	ANT129	ANT130	ANT131	ANT132	ANT133	ANT134	ANT135	ANT136	ANT137	ANT138	ANT139	ANT140	ANT141	ANT142	ANT143	ANT144	ANT145	ANT146	ANT147	ANT148	ANT149	ANT150	ANT151	ANT152	ANT153	ANT154	ANT155	ANT156	ANT157	ANT158	ANT159	ANT160	ANT161	ANT162	ANT163	ANT164	ANT165	ANT166	ANT167	ANT168	ANT169	ANT170	ANT171	ANT172	ANT173	ANT174	ANT175	ANT176	ANT177	ANT178	ANT179	ANT180	ANT181	ANT182	ANT183	ANT184	ANT185	ANT186	ANT187	ANT188	ANT189	ANT190	ANT191	ANT192	ANT193	ANT194	ANT195	ANT196	ANT197	ANT198	ANT199	ANT200	ANT201	ANT202	ANT203	ANT204	ANT205	ANT206	ANT207	ANT208	ANT209	ANT210	ANT211	ANT212	ANT213	ANT214	ANT215	ANT216	ANT217	ANT218	ANT219	ANT220	ANT221	ANT222	ANT223	ANT224	ANT225	ANT226	ANT227	ANT228	ANT229	ANT230	ANT231	ANT232	ANT233	ANT234	ANT235	ANT236	ANT237	ANT238	ANT239	ANT240	ANT241	ANT242	ANT243	ANT244	ANT245	ANT246	ANT247	ANT248	ANT249	ANT250	ANT251	ANT252	ANT253	ANT254	ANT255	ANT256	ANT257	ANT258	ANT259	ANT260	ANT261	ANT262	ANT263	ANT264	ANT265	ANT266	ANT267	ANT268	ANT269	ANT270	ANT271	ANT272	ANT273	ANT274	ANT275	ANT276	ANT277	ANT278	ANT279	ANT280	ANT281	ANT282	ANT283	ANT284	ANT285	ANT286	ANT287	ANT288	ANT289	ANT290	ANT291	ANT292	ANT293	ANT294	ANT295	ANT296	ANT297	ANT298	ANT299	ANT300	ANT301	ANT302	ANT303	ANT304	ANT305	ANT306	ANT307	ANT308	ANT309	ANT310	ANT311	ANT312	ANT313	ANT314	ANT315	ANT316	ANT317	ANT318	ANT319	ANT320	ANT321	ANT322	ANT323	ANT324	ANT325	ANT326	ANT327	ANT328	ANT329	ANT330	ANT331	ANT332	ANT333	ANT334	ANT335	ANT336	ANT337	ANT338	ANT339	ANT340	ANT341	ANT342	ANT343	ANT344	ANT345	ANT346	ANT347	ANT348	ANT349	ANT350	ANT351	ANT352	ANT353	ANT354	ANT355	ANT356	ANT357	ANT358	ANT359	ANT360	ANT361	ANT362	ANT363	ANT364	ANT365	ANT366	ANT367	ANT368	ANT369	ANT370	ANT371	ANT372	ANT373	ANT374	ANT375	ANT376	ANT377	ANT378	ANT379	ANT380	ANT381	ANT382	ANT383	ANT384	ANT385	ANT386	ANT387	ANT388	ANT389	ANT390	ANT391	ANT392	ANT393	ANT394	ANT395	ANT396	ANT397	ANT398	ANT399	ANT400	ANT401	ANT402	ANT403	ANT404	ANT405	ANT406	ANT407	ANT408	ANT409	ANT410	ANT411	ANT412	ANT413	ANT414	ANT415	ANT416	ANT417	ANT418	ANT419	ANT420	ANT421	ANT422	ANT423	ANT424	ANT425	ANT426	ANT427	ANT428	ANT429	ANT430	ANT431	ANT432	ANT433	ANT434	ANT435	ANT436	ANT437	ANT438	ANT439	ANT440	ANT441	ANT442	ANT443	ANT444	ANT445	ANT446	ANT447	ANT448	ANT449	ANT450	ANT451	ANT452	ANT453	ANT454	ANT455	ANT456	ANT457	ANT458	ANT459	ANT460	ANT461	ANT462	ANT463	ANT464	ANT465	ANT466	ANT467	ANT468	ANT469	ANT470	ANT471	ANT472	ANT473	ANT474	ANT475	ANT476	ANT477	ANT478	ANT479	ANT480	ANT481	ANT482	ANT483	ANT484	ANT485	ANT486	ANT487	ANT488	ANT489	ANT490	ANT491	ANT492	ANT493	ANT494	ANT495	ANT496	ANT497	ANT498	ANT499	ANT500	ANT501	ANT502	ANT503	ANT504	ANT505	ANT506	ANT507	ANT508	ANT509	ANT510	ANT511	ANT512	ANT513	ANT514	ANT515	ANT516	ANT517	ANT518	ANT519	ANT520	ANT521	ANT522	ANT523	ANT524	ANT525	ANT526	ANT527	ANT528	ANT529	ANT530	ANT531	ANT532	ANT533	ANT534	ANT535	ANT536	ANT537	ANT538	ANT539	ANT540	ANT541	ANT542	ANT543	ANT544	ANT545	ANT546	ANT547	ANT548	ANT549	ANT550	ANT551	ANT552	ANT553	ANT554	ANT555	ANT556	ANT557	ANT558	ANT559	ANT560	ANT561	ANT562	ANT563	ANT564	ANT565	ANT566	ANT567	ANT568	ANT569	ANT570	ANT571	ANT572	ANT573	ANT574	ANT575	ANT576	ANT577	ANT578	ANT579	ANT580	ANT581	ANT582	ANT583	ANT584	ANT585	ANT586	ANT587	ANT588	ANT589	ANT590	ANT591	ANT592	ANT593	ANT594	ANT595	ANT596	ANT597	ANT598	ANT599	ANT600	ANT601	ANT602	ANT603	ANT604	ANT605	ANT606	ANT607	ANT608	ANT609	ANT610	ANT611	ANT612	ANT613	ANT614	ANT615	ANT616	ANT617	ANT618	ANT619	ANT620	ANT621	ANT622	ANT623	ANT624	ANT625	ANT626	ANT627	ANT628	ANT629	ANT630	ANT631	ANT632	ANT633	ANT634	ANT635	ANT636	ANT637	ANT638	ANT639	ANT640	ANT641	ANT642	ANT643	ANT644	ANT645	ANT646	ANT647	ANT648	ANT649	ANT650	ANT651	ANT652	ANT653	ANT654	ANT655	ANT656	ANT657	ANT658	ANT659	ANT660	ANT661	ANT662	ANT663	ANT664	ANT665	ANT666	ANT667	ANT668	ANT669	ANT670	ANT671	ANT672	ANT673	ANT674	ANT675	ANT676	ANT677	ANT678	ANT679	ANT680	ANT681	ANT682	ANT683	ANT684	ANT685	ANT686	ANT687	ANT688	ANT689	ANT690	ANT691	ANT692	ANT693	ANT694	ANT695	ANT696	ANT697	ANT698	ANT699	ANT700	ANT701	ANT702	ANT703	ANT704	ANT705	ANT706	ANT707	ANT708	ANT709	ANT710	ANT711	ANT712	ANT713	ANT714	ANT715	ANT716	ANT717	ANT718	ANT719	ANT720	ANT721	ANT722	ANT723	ANT724	ANT725	ANT726	ANT727	ANT728	ANT729	ANT730	ANT731	ANT732	ANT733	ANT734	ANT735	ANT736	ANT737	ANT738	ANT739	ANT740	ANT741	ANT742	ANT743	ANT744	ANT745	ANT746	ANT747	ANT748	ANT749	ANT750	ANT751	ANT752	ANT753	ANT754	ANT755	ANT756	ANT757	ANT758	ANT759	ANT760	ANT761	ANT762	ANT763	ANT764	ANT765	ANT766	ANT767	ANT768	ANT769	ANT770	ANT771	ANT772	ANT773	ANT774	ANT775	ANT776	ANT777	ANT778	ANT779	ANT780	ANT781	ANT782	ANT783	ANT784	ANT785	ANT786	ANT787	ANT788	ANT789	ANT790	ANT791	ANT792	ANT793	ANT794	ANT795	ANT796	ANT797	ANT798	ANT799	ANT800	ANT801	ANT802	ANT803	ANT804	ANT805	ANT806	ANT807	ANT808	ANT809	ANT810	ANT811	ANT812	ANT813	ANT814	ANT815	ANT816	ANT817	ANT818	ANT819	ANT820	ANT821	ANT822	ANT823	ANT824	ANT825	ANT826	ANT827	ANT828	ANT829	ANT830	ANT831	ANT832	ANT833	ANT834	ANT835	ANT836	ANT837	ANT838	ANT839	ANT840	ANT841	ANT842	ANT843	ANT844	ANT845	ANT846	ANT847	ANT848	ANT849	ANT850	ANT851	ANT852	ANT853	ANT854	ANT855	ANT856	ANT857	ANT858	ANT859	ANT860	ANT861	ANT862	ANT863	ANT864	ANT865	ANT866	ANT867	ANT868	ANT869	ANT870	ANT871	ANT872	ANT873	ANT874	ANT875	ANT876	ANT877	ANT878	ANT879	ANT880	ANT881	ANT882	ANT883	ANT884	ANT885	ANT886	ANT887	ANT888	ANT889	ANT890	ANT891	ANT892	ANT893	ANT894	ANT895	ANT896	ANT897	ANT898	ANT899	ANT900	ANT901	ANT902	ANT903	ANT904	ANT905	ANT906	ANT907	ANT908	ANT909	ANT910	ANT911	ANT912	ANT913	ANT914	ANT915	ANT916	ANT917	ANT918	ANT919	ANT920	ANT921	ANT922	ANT923	ANT924	ANT925	ANT926	ANT927	ANT928	ANT929	ANT930	ANT931	ANT932	ANT933	ANT934	ANT935	ANT936	ANT937	ANT938	ANT939	ANT940	ANT941	ANT942	ANT943	ANT944	ANT945	ANT946	ANT947	ANT948	ANT949	ANT950	ANT951	ANT952	ANT953	ANT954	ANT955	ANT956	ANT957	ANT958	ANT959	ANT960	ANT961	ANT962	ANT963	ANT964	ANT965	ANT966	ANT967	ANT968	ANT969	ANT970	ANT971	ANT972	ANT973	ANT974	ANT975	ANT976	ANT977	ANT978	ANT979	ANT980	ANT981	ANT982	ANT983	ANT984	ANT985	ANT986	ANT987	ANT988	ANT989	ANT990	ANT991	ANT992	ANT993	ANT994	ANT995	ANT996	ANT997	ANT998	ANT999	ANT1000	ANT1001	ANT1002	ANT1003	ANT1004	ANT1005	ANT1006	ANT1007	ANT1008	ANT1009	ANT1010	ANT1011	ANT1012	ANT1013	ANT1014	ANT1015	ANT1016	ANT1017	ANT1018	ANT1019	ANT1020	ANT1021	ANT1022	ANT1023	ANT1024	ANT1025	ANT1026	ANT1027	ANT1028	ANT1029	ANT1030	ANT1031	ANT1032	ANT1033	ANT1034	ANT1035	ANT1036	ANT1037	ANT1038	ANT1039	ANT1040	ANT1041	ANT1042	ANT1043	ANT1044	ANT1045	ANT1046	ANT1047	ANT1048	ANT1049	ANT1050	ANT1051	ANT1052	ANT1053	ANT1054	ANT1055	ANT1056	ANT1057	ANT1058	ANT1059	ANT1060	ANT1061	ANT1062	ANT1063	ANT1064	ANT1065	ANT1066	ANT1067	ANT1068	ANT1069	ANT1070	ANT1071	ANT1072	ANT1073	ANT1074	ANT1075	ANT1076	ANT1077	ANT1078	ANT1079	ANT1080	ANT1081	ANT1082	ANT1083	ANT1084	ANT1085	ANT1086	ANT1087	ANT1088	ANT1089	ANT1090	ANT1091	ANT1092	ANT1093	ANT1094	ANT1095	ANT1096	ANT1097	ANT1098	ANT1099	ANT1100	ANT1101	ANT1102	ANT1103	ANT1104	ANT1105	ANT1106	ANT1107	ANT1108	ANT1109	ANT1110	ANT1111	ANT1112	ANT1113	ANT1114	ANT1115	ANT1116	ANT1117	ANT1118	ANT1119	ANT1120	ANT1121	ANT1122	ANT1123	ANT1124	ANT1125	ANT1126	ANT1127	ANT1128	ANT1129	ANT1130	ANT1131	ANT1132	ANT1133	ANT1134	ANT1135	ANT1136	ANT1137	ANT1138	ANT1139	ANT1140	ANT1141	ANT1142	ANT1143	ANT1144	ANT1145	ANT1146	ANT1147	ANT1148	ANT1149	ANT1150	ANT1151	ANT1152	ANT1153	ANT1154	ANT1155	ANT1156	ANT1157	ANT1158	ANT1159	ANT1160	ANT1161	ANT1162	ANT1163	ANT1164	ANT1165	ANT1166	ANT1167	ANT1168	ANT1169	ANT1170	ANT1171	ANT1172	ANT1173	ANT1174	ANT1175	ANT1176	ANT1177	ANT1178	ANT1179	ANT1180	ANT1181	ANT1182	ANT1183	ANT1184	ANT1185	ANT1186	ANT1187	ANT1188	ANT1189	ANT1190	ANT1191	ANT1192	ANT1193	ANT1194	ANT1195	ANT1196	ANT1197	ANT1198	ANT1199	ANT1200	ANT1201	ANT1202	ANT1203	ANT1204	ANT1205	ANT1206	ANT1207	ANT1208	ANT1209	ANT1210	ANT1211	ANT1212	ANT1213	ANT1214	ANT1215	ANT1216	ANT1217	ANT1218	ANT1219	ANT1220	ANT1221	ANT1222	ANT1223	ANT1224	ANT1225	ANT1226	ANT1

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EXHIBIT 2

Expanded Basic

from thousands of movies and shows.

Digital

34 Food Network

273 National Geographic
274 Military Channel

Expanded Basic		Digital	
International*		International*	
273	National Geographic	249	SET Asia (SONY) (South Asian)
274	Military Channel	252	TV5MONDE (French)
275	Biography Channel	254	Rai Italia (Italian)
276	H2	255	RTN (Russian)
277			
334	Mnet (Korean)		
402	ESPNNews		
416	NBA TV	600	ViendoMovies - East
417	NFL Network	601	Discovery en Español
471	CMT Pure Country	602	FOX Deportes
472	MTV Hits	604	CineLatino
473	VH1 Classic	605	History en Español
474	Centric	606	Tr3s
501	TCM	607	muni2
502	WE: Women's Entertainment	608	CNN en Español
503	IFC	609	Disney XD
504	LMN	610	Cine Mexicano
505	Sundance Channel	611	Viderrola
513	IndiePlex	612	CBTV
514	RetroPlex	613	Playboy en Español
518	Encore	614	Once TV
520	Encore Love	615	Canal Sur
522	Encore Mystery	616	Infinito
524	Encore Westerns	617	TeleFormula
528	Encore Drama	618	Gol TV
530	Encore Action	619	ESPN Deportes
606	Tr3s	621	KQED Vme
Preferred*		Sports Entertainment*	
149	MoviePlex	401	Fox Soccer Channel
162	BBC America	402	ESPNNews
166	FEARnet (VOD)	407	ESPN Classics
183	Style	408	Speed Channel
271	Investigation Discovery	416	NBA TV
404	Versus	417	NFL Network
405	Golf Channel	622	Gol TV
410	CSN Plus/Jewelry TV		
443			
444	VH1		
445	Spike TV		
446	Lifetime		
447	A&E		
448	Bravo		
449	AMC		
500	TLC		
511	Animal Planet		
522	ABC Family Channel		
533	Nickelodeon		
544	Cartoon Network		
555	Disney Channel		
566	CNN		
577	CNN Headline News		
588	CNBC		
599	Fox News Channel		
600	msnbc		
611	The Weather Channel		
622	History Channel		
633	Comedy Central		
644	E!		
655	MTV 2		
666	truTV		
677	CMT		
688	Syfy		
699	BET		
700	Travel Channel		
722	Galavision		

Premium Services*
534 Starz

Premium Services*	
273	National Geographic
274	Military Channel
275	Biography Channel
H2	
334	Mnet (Korean)
402	ESPN News
416	NBA TV
417	NFL Network
471	CMT Pure Country
472	MTV Hits
473	VH1 Classic
474	Centric
501	TCM
502	WE: Women's Entertainment
503	IFC
504	LMN
505	Sundance Channel
513	IndiePlex
514	RetroFlex
518	Encore
520	Encore Love
522	Encore Mystery
524	Encore Westerns
528	Encore Drama
530	Encore Action
249	SET Asia (SONY) (South Asian)
252	TV5MONDE (French)
254	Rai Italia (Italian)
255	RIN (Russian)
274	Starz
	Starz Edge
	HBO - East
	HBO - West
253	HBO2
	HBO Signature
	HBO Family
	HBO Latino
255	Cinemax - West
	Cinemax - East
256	MoreMax
	Showtime
257	Showtime Too
	Showtime Too
260	ViendoMovies - East
601	Discovery en Español
602	FOX Deportes
604	CineLatino
605	History en Español
606	Tr3S
607	mun2
608	CNN en Español
609	Disney XD
610	Cine Mexicano
611	Vibeotrola
612	CBTV
613	Playboy en Español
614	Once TV
615	Canal Sur
616	Infinito
617	TeleFormula
618	Go! TV
619	ESPN Deportes

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You must subscribe to a specific tier to receive certain channels. Premium Services: You must subscribe to the individual premium service tiers and a digital channel tier to receive the multichannel version of that same channel. High-Definition Programming: Only available to customers with an HDTV set and not provided by Comcast. Digital receiver not included. HTV compatibility is required. Premium programming is not available on all channels.

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EXHIBIT 3

AT&T U-verse Channel Lineup

ZIP code: 95060 Change | As of: April 02, 2012

Show only:

Print

Search by channel names

Compare Packages

U450

U300

U200

U-family

U-basic

Ex.: CNN, Cartoon, ESPN  Reset

Clear comparisons

U200 TV Package \$72/mo.View premium add-on channels **Compare TV Packages**

Create your own side-by-side comparison.

up to 270 channels

Sort by: Channel Name | Channel #

Select to Compare

KSBW-8.2 (ABC)	7	KSBW-8 (NBC)	8	QVC	9
KOTR-LP-2 (MY NETWORK TV)	11	KMUV-LP-23 (TEL)	23	KQET-25 (PBS)	25

Clear filters

KDJT-33 (TF)	33	Home Shopping Network (HSN)	34	KCBA-35 (FOX)	35
As Seen On TV	37	KION-46 (CBS)	46	KSMS-67 (UNI)	67

Filter by Category

Valu TV	82	AT&T U-verse Shopping 1	84	U-verse Message Channel	93
AT&T U-verse Front Row	100	TNT (Turner Network Television)	108	TNT (Turner Network Television) - West	109

 Favorites 

HD	TBS	112	TBS - West	113	Discovery Channel - West	121
Movies	USA Network - West	125	FX Network - West	129	A&E - West	132
Sports	E! Entertainment Television - West	135	TV Land - West	139	Comedy Central - West	141
News						
Local	Spike TV - West	146	G4	149	Syfy - West	152
Educational	Chiller	153	BET (Black Entertainment Television) - West	156	TV One	157

Filter by Premium Package

cloo	161	Crime & Investigation Network	163	truTV	164	
Movie Pkgs.	truTV - West	165	OWN - Oprah Winfrey Network - West	170	GSN - Game Show Network	173

Sports Pkgs.

International Pkgs.	ABC Family Channel - West	179	WGN America	180	Bravo - West	182
	LOGO - West	184	BBC America	188	mun2 - West	193

nuvoTV	194	ION	195	COMPRA	196
Jewelry Television	197	AT&T U-verse Shopping 4	198	AT&T U-verse Movies	200
CNN (Cable News Network)	202	CNN Headline News	203	FOX News Channel	210

Fox Business Network	211	MSNBC	215	CNBC	216
Bloomberg Television	222	The Weather Channel	225	BUY TV	228
C-SPAN	230	C-SPAN2	231	C-SPAN3	232

ABC News Now	243	BuyIt2	247	TLC-West	251
Animal Planet - West	253	Travel Channel - West	255	History - West	256
H2	257	Science	258	Military Channel	259

National Geographic Channel	265	Nat Geo WILD	266	BIO	272
Military History Channel	276	Disney Channel - West	303	Disney XD - West	305
Nickelodeon - West	315	Nick2	316	Nicktoons	318

Nick Jr.	320	TeenNick	322	Cartoon Network	325
Cartoon Network - West	326	Boomerang	327	The Hub	335
Smile of a Child TV	340	Lifetime Television - West	361	LMN	362

SOAPnet - West	366	tvMall	367	Oxygen	368
WE-West	373	Style Network	380	AT&T U-verse Shopping 3	399
Customer Notification	400	QVC	420	Home Shopping Network (HSN)	422

ShopNBC	424	Jewelry Television	428	AT&T U-verse Shopping 4	429
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Home & Garden Television (HGTV) - West	451	Food Network - West	453	DIY Network (Do-It-Yourself Network)	454
Cooking Channel	456	Wealth TV	470	tvMall	471
SWRV	501	MTV (Music Television) - West	503	MTV2 - West	505
MTV Hits	509	VH1 - West	519	VH1 Classic - West	521
CMT (Country Music Television) - West	526	Great American Country (GAC)	529	fuse	535
FUEL TV	536	TBN - Trinity Broadcasting Network	560	Eternal Word Television Network (EWTN)	562
Daystar	563	INSP (Inspiration Network)	564	The Church Channel	565
FamilyNet	566	BYU	567	JCTV	570
The Word Network	575	World Harvest Television	578	FAITH	580
AT&T U-verse Sports	600	ESPN	602	ESPN Classic	603
ESPNEWS	604	ESPNU	605	ESPN2	606
KION-46 (CBS)	611	ESPN	613	Amen Corner Live	614
15th & 16th Live	615	Featured Group 1	616	Featured Group 2	617
Masters In-Depth	618	NFL Network	630	NBC Sports Network	640
Golf Channel	641	BTN	650	Speed Channel	652
Fox Soccer	654	Sports Alternate 1	691	Sports Alternate 2	692
Sports Alternate 3	693	Sports Alternate 4	694	Sports Alternate 5	695
Sports Alternate 6	696	Sports Alternate 7	697	Sports Alternate 8	698
Comcast SportsNet Bay Area	770	Comcast SportsNet Bay Area Plus	771	WGN America	781
Baseball 1	783	Baseball 3	785	Baseball 4	786
Baseball 5	787	Baseball 6	788	Turner Classic Movies (TCM)	790
AMC - West	796	IFC	797	Sundance Channel	798
U-verse Showcase	800	AT&T U-verse Movies	945	AT&T U-verse Movies	960
Customer Notification	962	AT&T U-verse Sports	963	U-verse Showcase	964
Customer Notification	1100	AT&T U-verse Movies	1200	Jewelry Television	1428
AT&T U-verse Sports	1600	U-verse Showcase	1800	Customer Notification	2500
KSMS-67 (UNI)	3002	KDJT-33 (TF)	3005	KMUV-LP-23 (TEL)	3007
mun2 - West	3010	COMPRA	3014	EWTN Espanol	3077
Golden Boy Presenta	3312	CCTV-9	3602	SWRV	5100
MC Hit List	5101	MC Hip-Hop and R&B	5102	MC MixTape	5103
MC Dance-Electronica	5104	MC Rap	5105	MC Hip-Hop Classics	5106
MC Throwback Jamz	5107	MC R&B Classics	5108	MC R&B Soul	5109
MC Gospel	5110	MC Reggae	5111	MC Classic Rock	5112
MC Retro Rock	5113	MC Rock	5114	MC Metal	5115
MC Alternative	5116	MC Classic Alternative	5117	MC Adult Alternative	5118
MC Soft Rock	5119	MC Pop Hits	5120	MC 90s	5121
MC 80s	5122	MC 70s	5123	MC Solid Gold Oldies	5124
MC Party Favorites	5125	MC Stage & Screen	5126	MC Kidz Only!	5127
MC Toddler Tunes	5128	MC Todays Country	5129	MC True Country	5130
MC Classic Country	5131	MC Contemporary Christian	5132	MC Sounds of the Seasons	5133
MC Soundscapes	5134	MC Smooth Jazz	5135	MC Jazz	5136
MC Blues	5137	MC Singers & Swing	5138	MC Easy Listening	5139
MC Classical Masterpieces	5140	MC Light Classical	5141	MC Musica Urbana	5142
MC Pop Latino	5143	MC Tropicales	5144	MC Mexicana	5145
MC Romances	5146	Live Multiview Alternate 1	9211	Live Multiview Alternate 2	9212

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Live Multiview Alternate 3 9213

Live Multiview Alternate 4 9214

Live Multiview Alternate 5 9215

Live Multiview Alternate 6 9216 U-verse Message Channel 9920

Premium Add-on Channels

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Cinemax On Demand HD	0	HBO On Demand HD	0	Cinemax On Demand	0
TMC On Demand	0	HBO On Demand	0	AT&T U-verse Buzz	300
qubo	328	Tr3s - West	507	Sportsman Channel	642
CBS Sports Network	643	Fox College Sports - Atlantic	647	Fox College Sports - Central	648
Fox College Sports - Pacific	649	FOX Deportes	655	GoTV	656
The Tennis Channel	660	TVG Network	670	HRTV	672
Outdoor Channel	680	YES Network	702	SportsNet New York	704
SportsTime Ohio	735	HBO (Home Box Office)	802	HBO (Home Box Office) - West	803
HBO2	804	HBO2 - West	805	HBO Family	806
HBO Family - West	807	HBO Signature	808	HBO Signature - West	809
HBO Comedy	810	HBO Comedy - West	811	HBO Zone	812
HBO Zone - West	813	HBO Latino	814	HBO Latino - West	815
Cinemax	832	Cinemax - West	833	MoreMAX	834
MoreMAX - West	835	ActionMAX	836	ActionMAX - West	837
ThrillerMAX	838	ThrillerMAX - West	839	5StarMAX	840
WMAX	842	OuterMAX	844	ATMAX	846
Showtime	852	Showtime - West	853	Showtime Too	854
Showtime Too - West	855	Showtime Showcase	856	Showtime Showcase - West	857
Showtime Extreme	858	Showtime Extreme - West	859	Showtime Beyond	860
Showtime Family Zone	862	Showtime Next	864	Showtime Women	866
The Movie Channel (TMC)	882	The Movie Channel (TMC) - West	883	TMC Xtra	884
				TMC Xtra - West	885
FLIX	890	Starz	902	Starz - West	903
Starz Edge	904	Starz InBlack	906	Starz Cinema	908
Starz Comedy	910	Starz Kids & Family	912	IndiePlex	914
RetroPlex	916	Encore	932	Encore - West	933
Encore Love	934	Encore Suspense	936	Encore Action	938
Encore Westerns	940	Encore Drama	942	Encore Espanol	943
Encore Family	944	AT&T U-verse Buzz	961	AT&T U-verse Buzz	1000
KSBW-HD-8.2 (ABC)	1007	KSBW-HD-8 (NBC)	1008	QVC HD	1009
KQET-HD-25 (PBS)	1025	HSN HD	1034	KCBA-HD-35 (FOX)	1035
KION-HD-46 (CBS)	1046	KSMS-HD-67 (UNI)	1067	Velocity HD	1102
Universal HD	1104	HDNet	1105	HDNet Movies	1106
TNT HD	1108	TNT HD - West	1109	TBS HD	1112
TBS HD - West	1113	MGM HD	1116	Smithsonian Channel HD	1118
Discovery Channel HD	1120	USA Network HD	1124	FX Network HD - West	1129
A&E HD	1132	E! Entertainment HD	1134	TV Land HD - West	1139
Comedy Central - West HD	1141	Spike TV - West HD	1146	G4 HD	1149
Syfy HD	1151	BET (Blck Entertainment Television) HD	1155	TV One HD	1157
				Crime & Investigation HD	1163
truTV HD	1164	OWN - Oprah Winfrey Network HD	1170	ABC Family Channel HD - West	1179
WGN America HD	1180	Bravo HD	1181	CNN HD	1202
CNN Headline News HD	1203	Fox News Channel HD	1210	Fox Business Network HD	1211
msnbc HD	1215	CNBC HD	1216	The Weather Channel HD	1225
TLC HD	1250	Animal Planet HD	1252	Travel Channel HD	1254
History HD	1256	H2 HD	1257	Science HD	1258
Investigation Discovery HD	1260	National Geographic Channel HD	1265	Nat Geo WILD HD	1266
				BIO HD	1272
AT&T U-verse Buzz	1300	Disney Channel HD - West	1303	Disney XD HD - West	1305
Nickelodeon HD - West	1315	Cartoon Network HD	1325	Cartoon Network HD - West	1326

REDACTED - FOR PUBLIC INSPECTION

EXHIBIT 4

REDACTED

REDACTED - FOR PUBLIC INSPECTION



Derek Dickinson
General Attorney

AT&T Services, Inc.
Whitacre Tower
208 S. Akard Street, Rm 2916
Dallas, TX 75202

T: 214.757.3369
F: 214.746.2212
derek.dickinson@att.com

January 23, 2012

Brian Hurh
Davis Wright Tremaine LLP
1919 Pennsylvania Ave., NW
Suite 800
Washington, DC 20006-3402
(fax) 202-973-4499
brianhurh@dwt.com

Re: Comcast Request for AT&T Data for Effective Competition Filing

Dear Mr. Hurh:

This letter is in response to your January 13, 2012, request on behalf of Comcast Cable Communications, L.L.C. ("Comcast") for information from AT&T under Section 76.907(c) of the FCC's rules, in particular, to demonstrate "effective competition" for certain communities in the state of California.

As we discussed previously, AT&T is providing this information to you and your law firm ("DWT") as outside counsel representing Comcast with the understanding that, if any communities qualify for effective competition using the AT&T subscriber figures, DWT will disclose the total competing provider subscriber count to Comcast (that is, AT&T data plus data available from other providers, such as DBS providers), such that Comcast will not be able to determine AT&T's subscriber counts. Moreover, you have indicated that if a petition for effective competition is filed with the FCC, DWT will submit AT&T's subscriber figures confidentially.

With that understanding, here is the data:

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January 23, 2012
Brian Hurh Letter
Page 6 of 7

Scotts Valley
AT&T U-verse TV subscribers:

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Brian Hurh Letter
Page 7 of 7

Just to be clear, the subscriber counts above are as of December 31, 2011.

Please feel free to call me at 214-7575-3369 (office) or 210-508-4247 (mobile) if you have any questions.

Very truly yours,

A handwritten signature in black ink, appearing to read "Derek Dickinson".

Derek Dickinson

REDACTED

REDACTED - FOR PUBLIC INSPECTION

EXHIBIT 5



Jan 12, 2012

Davis Wright Tremaine LLP
1919 Pennsylvania Avenue, N.W.
Suite 800
Washington, DC 20006

To Whom It May Concern:

Media Business Corporation ("MediaBiz") utilizes a multi-step process to accurately identify cable client franchise areas and associated ZIP and ZIP+4 Codes. (A ZIP+4 Code includes the five digits of the United States Postal Service ZIP Code, a hyphen, and four more digits that determine a more precise location than the ZIP Code.)

MediaBiz developed this methodology to address the potential shortcomings in utilizing 5-digit ZIP Code data for "Effective Competition" petitions. This basic methodology has been in place for several years and has been used successfully in many Effective Competition cases at the FCC.

Because ZIP Codes and municipal boundaries are created and managed by different government authorities, the boundaries of ZIP Codes and municipal boundaries often overlap. ZIP Codes frequently span between and beyond municipal boundaries. ZIP+4 Codes, however, usually reside in one and only one municipality. MediaBiz uses Place, Minor Civil Division (MCD), and County boundaries from Dynamap®, a division of Pitney Bowes Business Insight, to determine municipal boundaries. MediaBiz uses the Dynamap® ZIP+4 Centroids database, which contains ZIP+4 centroid correspondence for virtually all deliverable ZIP+4s, to identify ZIP+4 Codes within municipal boundaries, among the over 60 million ZIP+4s in all 50 states, DC, and Puerto Rico, based on current data from the USPS and the U.S. Bureau of the Census, and the Tele Atlas master street database.

MediaBiz then utilizes its ZIP+4 Code mapping to enable our clients to obtain proper "Direct-to-Home" (DTH) subscriber counts for their respective franchise areas by tracking DTH subscribers at the ZIP+4 Code level. (Where MediaBiz determines that a ZIP Code falls entirely within a franchise area, however, it is unnecessary to identify DTH subscribers at the ZIP+4 Code level for that 5-digit ZIP Code. In these instances, MediaBiz identifies such 5-digit ZIP Codes and, accordingly, DTH subscribers are identified by the 5-digit ZIP Code only.)

Only ZIP+4 Codes that meet specific criteria are included in this report. The following criteria must be met:

- The centroid of the ZIP+4 Code is within the franchise area; and
- The USPS ZIP+4 Record Type (from Dynamap® ZIP+4 Centroids) is either H - high-rise or S - street

Our methodology has been used by many multiple system operators (MSOs) as part of their Effective Competition relief efforts, and we believe this methodology produces the most accurate and detailed view of ZIP+4 data as it relates to cable franchise areas.


Robert Lehmann
President

MediaBiz

EXHIBIT 6

REDACTED

ECTR – Effective Competition Tracking Report

Provided by
Satellite Broadcasting and Communications Association

Pursuant to Section 76.907(c) of the FCC Rules, and your effective competition tracking request dated September 22, 2011 please find the following Direct-to-Home (DTH) satellite subscriber numbers per zip code (and/or zip+4 where necessary). The provision and use of this Effective Competition Tracking Report is governed by and subject to the terms and conditions of the Agreement for Provision and Use of Confidential Data, between your company and SBCA.

Report Date: October 20, 2011

ZIP Codes	DTH Count
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Requested total for Scotts Valley, CA	
---------------------------------------	--

Data is current through 8/31/2011

Report Prepared by:
Martin Esteves
Manager, Membership and Data Management
202-349-3630
mesteves@sbc.org

Methodology: Direct-To-Home (DTH) subscriber data reflects aggregated DIRECTV and DISH Network residential subscriber totals. The following data collection procedures are applied by Members in the normal course of business: a) single accounts with multiple receivers are only counted once; b) commercial and test accounts are not included; c) each occupied unit served in a multiple dwelling unit building has been counted as a separate residential subscriber; d) zip codes are taken from service locations (not billing addresses, where different); e) inactive accounts are routinely removed; f) invalid (undeliverable) addresses have been corrected where known; g) courtesy or complimentary accounts are included; and h) zip code information for Members' subscribers is periodically updated to reflect changes to zip codes by the United States Postal Service.

; oldest data from 2011-08-31

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Total

REDACTED - FOR PUBLIC INSPECTION

EXHIBIT 7

U.S. Census Bureau



H1

OCCUPANCY STATUS

Universe: Housing units

2010 Census Redistricting Data (Public Law 94-171) Summary File

NOTE: For information on confidentiality protection, nonsampling error, and definitions, see
<http://www.census.gov/prod/cen2010/pl94-171.pdf>

NOTE: Change to the California, Connecticut, Mississippi, New Hampshire, Virginia, and Washington P. L. 94-171 Summary Files as delivered.

Scotts Valley city, California	
Total:	4,610
Occupied	4,426
Vacant	184

Source: U.S. Census Bureau, 2010 Census.

REDACTED - FOR PUBLIC INSPECTION

EXHIBIT 8

REDACTED

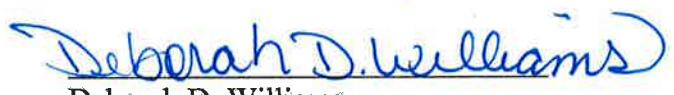
REDACTED - FOR PUBLIC INSPECTION

	A	B	C	D	E	F
1	Community	State	Total DBS Subscribers	AT&T Subscribers	2010 Census Occupied Housing Units	% of DBS Penetration In Franchise Area Column C + Column D/ Column E
2	Scotts Valley	CA			4,426	18.26%

CERTIFICATE OF SERVICE

I, Deborah D. Williams, do hereby certify on this 10th day of April, 2012 that a true and correct copy of the foregoing "Petition for Special Relief" has been sent via U.S. mail, postage prepaid to the following:

Ms. Tracy Ferrara
City Clerk
One Civic Center Drive
Scotts Valley, CA 95066


Deborah D. Williams